# EXHIBIT 6

FIAT CHRYSLER AUTOMOBILES

April 24, 2019

***VIA CERTIFIED MAIL – RETURN RECEIPT REQUESTED***
**9414810699945040351727**

Steven M. Koufakis
Metro Chrysler Plymouth Inc.
d/b/a Star Chrysler Jeep Dodge Fiat
211-10 Jamaica Avenue
Queens Village, NY 11428-1541

cc: Shaun M. Malone
Bellavia Blatt, P.C.
200 Old Country Road, Suite 400
Mineola, NY 11501

Re: **NOTICE OF DEFAULT**
**CHRYSLER, DODGE, JEEP, AND RAM SALES AND SERVICE AGREEMENTS**

Dear Mr. Koufakis:

As you know, FCA US LLC ("FCA US"), formerly known as Chrysler Group LLC, and Metro Chrysler Plymouth Inc. d/b/a Star Chrysler Jeep Dodge Fiat are parties to the following Sales and Service Agreements:

- Chrysler Sales and Service Agreement, dated July 6, 2004;
- Jeep Sales and Service Agreement, dated July 6, 2004; and
- Dodge Sales and Service Agreement, dated July 6, 2004, with the RAM Amendment dated May 31, 2012.

These Agreements are referred to collectively herein as the "Dealer Agreements."

We are writing to provide Notice of Default under Paragraph 28(b)(i) and (ii) of the Additional Terms and Provisions, as amended ("Additional Provisions"), of each of the Dealer Agreements and notice with due cause and in good faith, in accordance with New York Vehicle and Traffic Law § 463 (the "Statute") of your dealership's material breach of reasonable, necessary, and material provisions of the Dealer Agreements, including with respect to retail sales performance, customer satisfaction, working capital, and net worth. We previously sent your dealership Notices of Default dated June 26, 2015 and September 27, 2018. The defaults identified in those letters, however, still have not been addressed by your dealership. Accordingly, we now are issuing a new Notice of Default, which will allow your dealership an additional opportunity to cure its material breaches of its contractual obligations.

By sending you this Notice, we are notifying Dealer that Dealer has one hundred and eighty (180) days to correct its sales and service performance deficiencies and breaches, as further discussed below, and that Dealer's franchise is subject to termination under New York Vehicle and Traffic Law § 463 if Dealer does not correct these deficiencies and breaches.

**PLEASE BE ADVISED THAT DEALER IS IN MATERIAL BREACH OF REASONABLE, NECESSARY, AND MATERIAL PROVISIONS OF EACH OF ITS DEALER AGREEMENTS WITH RESPECT TO RETAIL SALES PERFORMANCE, CUSTOMER SATISFACTION, WORKING CAPITAL, AND NET WORTH.**

**PLEASE BE FURTHER ADVISED THAT DEALER'S FAILURE TO CURE ITS BREACHES OF THESE REASONABLE AND MATERIAL PROVISIONS BY <u>OCTOBER 31, 2019</u>, AS SET FORTH IN THIS NOTICE, MAY RESULT IN FCA US EXERCISING ITS RIGHTS AND REMEDIES PURSUANT TO THE DEALER AGREEMENTS AND APPLICABLE LAW (INCLUDING THE STATUTE), INCLUDING, WITHOUT LIMITATION, ISSUING A NOTICE OF TERMINATION OF THE DEALER AGREEMENTS.**

***<u>YOUR DEALERSHIP'S SALES PERFORMANCE OBLIGATIONS</u>***

Under the Dealer Agreements, your dealership agreed to use its "best efforts to promote energetically and sell aggressively and effectively at retail" each and every model of each vehicle line covered by the respective Dealer Agreement. Your dealership also agreed to "actively and effectively sell and promote the retail sale" of each vehicle line in its assigned Sales Locality. Your dealership also agreed to achieve its Minimum Sales Responsibility ("MSR") for each vehicle line. These obligations are set forth in Paragraph 4 of each Dealer Agreement and Paragraph 11(a) of the Additional Provisions of each Dealer Agreement.

MSR represents the minimum number of sales your dealership must achieve for a vehicle line. Dealers that fail to achieve MSR are performing deficiently and are in default of their new vehicle sales obligations under each Dealer Agreement.

We calculate your dealership's MSR by first determining, by segment, the market share in your state (New York) for each vehicle line, and the number of new vehicle registrations, by segment, in the B293-Queens Sales Locality for each vehicle line's competitive set. We then compute the number of new vehicle retail sales necessary, by segment, for each vehicle line to achieve statewide market share in the B293-Queens Sales Locality. Each dealer in the Sales Locality is then assigned its "fair share" of this number. This methodology determines your dealership's MSR for each vehicle line it represents.

***YOUR DEALERSHIP'S SALES PERFORMANCE***

As the following charts demonstrate, your dealership has failed over the past several years to meet its contractual obligation to achieve at least 100% MSR.

All Lines:

| Month/Year Year-to-Date (YTD) | Dealer's Sales | Dealer's Sales Needed to Obtain 100% MSR | % MSR Attained | Sales Dealer Lost (vs MSR) |
|---|---|---|---|---|
| December 2018 | 817 | 2,025 | 40.4% | (1208) |
| December 2017 | 1082 | 1903 | 56.9% | (821) |
| December 2016 | 1381 | 2056 | 67.2% | (675) |
| December 2015 | 1465 | 2296 | 63.8% | (831) |
| December 2014 | 947 | 2115 | 44.8% | (1168) |
| December 2013 | 749 | 1624 | 46.1% | (875) |
| December 2012 | 760 | 935 | 81.3% | (202) |
| December 2011 | 622 | 771 | 80.7% | (163) |
| December 2010 | 248 | 499 | 49.7% | (251) |

Chrysler:

| Month/Year (YTD) | Dealer's Sales | Dealer's Sales Needed to Obtain 100% MSR | % MSR Attained | Sales Dealer Lost (vs MSR) |
|---|---|---|---|---|
| December 2018 | 75 | 180 | 41.7% | (105) |
| December 2017 | 70 | 195 | 35.9% | (125) |
| December 2016 | 138 | 237 | 58.2% | (99) |
| December 2015 | 238 | 377 | 63.1% | (139) |
| December 2014 | 151 | 389 | 38.8% | (238) |
| December 2013 | 123 | 343 | 35.9% | (220) |
| December 2012 | 137 | 234 | 58.5% | (97) |
| December 2011 | 104 | 180 | 57.8% | (76) |
| December 2010 | 51 | 108 | 47.2% | (57) |

Dodge:

| Month/Year (YTD) | Dealer's Sales | Dealer's Sales Needed to Obtain 100% MSR | % MSR Attained | Sales Dealer Lost (vs MSR) |
|---|---|---|---|---|
| December 2018 | 141 | 327 | 43.1% | (186) |
| December 2017 | 208 | 388 | 53.6% | (180) |
| December 2016 | 259 | 439 | 59.0% | (180) |
| December 2015 | 318 | 511 | 62.2% | (193) |
| December 2014 | 308 | 589 | 52.3% | (281) |
| December 2013 | 341 | 545 | 62.6% | (204) |
| December 2012 | 259 | 232 | 111.6% | 0 |
| December 2011 | 225 | 211 | 106.6% | 0 |
| December 2010 | 91 | 178 | 51.1% | (87) |

Jeep:

| Month/Year (YTD) | Dealer's Sales | Dealer's Sales Needed to Obtain 100% MSR | % MSR Attained | Sales Dealer Lost (vs MSR) |
|---|---|---|---|---|
| December 2018 | 577 | 1437 | 40.2% | (860) |
| December 2017 | 764 | 1240 | 61.6% | (476) |
| December 2016 | 943 | 1309 | 72.0% | (366) |
| December 2015 | 871 | 1354 | 64.3% | (483) |
| December 2014 | 453 | 1085 | 41.8% | (632) |
| December 2013 | 259 | 700 | 37.0% | (441) |
| December 2012 | 355 | 450 | 78.9% | (95) |
| December 2011 | 293 | 380 | 77.1% | (87) |
| December 2010 | 106 | 213 | 49.8% | (107) |

RAM:

| Month/Year (YTD) | Dealer's Sales | Dealer's Sales Needed to Obtain 100% MSR | % MSR Attained | Sales Dealer Lost (vs MSR) |
|---|---|---|---|---|
| December 2018 | 24 | 81 | 29.6% | (57) |
| December 2017 | 40 | 80 | 50.0% | (40) |
| December 2016 | 41 | 71 | 57.7% | (30) |
| December 2015 | 38 | 54 | 70.4% | (16) |
| December 2014 | 35 | 52 | 67.3% | (17) |
| December 2013 | 26 | 36 | 72.2% | (10) |
| December 2012 | 9 | 19 | 47.4% | (10) |

As shown above, for each of the Chrysler, Dodge, Jeep, and RAM ("CDJR") vehicle lines, your dealership's sales remain substantially below its contractual MSR requirement of 100% MSR. Indeed, your dealership is barely reaching 40% of its aggregate MSR obligation for December 2018 YTD. We are not writing to alert you to some minor shortfall in your dealership's sales performance. Rather, your dealership's deficient sales performance, as measured against the minimum expected volume of retail new vehicle sales, has resulted in a loss of *thousands* of new retail sales, including at least *5,780 lost CDJR sales* since January 1, 2012. That is a staggering number of lost sales. Put plainly, this performance simply cannot be tolerated.

Moreover, your dealership is failing to effectively represent the CDJR lines in its assigned trade zone. Your dealership's trade zone was only 75% registration effective through January 2019 YTD, which means significant additional unrealized opportunity exists for the CDJR lines.

In addition, your dealership is failing to capitalize on the demand for CDJR line vehicles in its assigned trade zone. Instead, other CDJR line dealers account for a substantial majority of registrations in your dealership's trade zone. Indeed, through January 2019 YTD, your dealership sold only 14% of new CDJR line vehicles registered in its trade zone.

The data points above demonstrate that your dealership is failing to actively, effectively, energetically, and aggressively promote and sell at retail CDJR line vehicles in its Sales Locality, as it agreed to do in Paragraphs 4 and 11(a) of its Dealer Agreements. In short, your dealership is not performing at an acceptable level with respect to its retail sales performance and, therefore, is in breach of a material term of the Dealer Agreements. It is imperative that you take immediate steps to improve your dealership's deficient sales performance.

We have previously addressed your dealership's deficient sales performance with you on numerous occasions. Among other occasions, your Area Manager has discussed your dealership's MSR performance during your dealership's regular MSR reviews. We have also addressed this issue with you in writing, including in letters dated October 6, 2013, January 21, 2014, May 27, 2014, September 2, 2014, October 21, 2014, February 25, 2015, June 26, 2015, October 16, 2015, May 5, 2016, September 20, 2016, December 9, 2016, April 21, 2017, November 20, 2017, December 18, 2017, and September 27, 2018. Unfortunately, our efforts have not resulted in your dealership addressing its deficient sales performance.

As you know, we must rely on our dealers if we are to remain a viable competitor in the marketplace. Each sale lost to our competition is a lost customer and lost profits for both you and FCA US. It is in your best interest and ours that your sales performance improves, and it is imperative that you address your deficient sales performance immediately as set forth below. Although the responsibility for curing this default rests with you and your dealership, we are, as always, available to discuss any suggestions that you might consider in addressing this default

**YOUR DEALERSHIP MUST CURE ITS RETAIL SALES PERFORMANCE DEFAULT BY OCTOBER 31, 2019**. Your dealership may cure this default by achieving 100% of its MSR obligation by October 31, 2019.

***YOUR DEALERSHIP'S CUSTOMER SATISFACTION OBLIGATIONS***

In entering into the Dealer Agreements, your dealership also agreed to meet a minimum customer satisfaction standard. Customer satisfaction is measured by the Customer Promoter Score ("CPS"), which reports the percentage of customers willing to advocate for and recommend a dealer with respect to sales and service. Your dealership is required to maintain a CPS advocacy score in both sales and service that is equal to or better than the average of your dealership's National Sales Level Group in both categories.

The following charts show your dealership's recent CPS advocacy scores:

| 3-Month Score Through Mon/Year | CPS Sales Advocacy | | CPS Service Advocacy | |
|---|---|---|---|---|
| | Dealer | National Sales Level Group Average | Dealer | National Sales Level Group Average |
| May 2017 | 89.6% | 93.7% | 64.3% | 81.4% |
| June 2017 | 91.1% | 93.4% | 62.1% | 81.7% |
| July 2017 | 92.0% | 93.1% | 58.8% | 81.5% |
| August 2017 | 92.5% | 93.1% | 57.7% | 81.4% |
| September 2017 | 87.2% | 93.2% | 58.6% | 81.3% |
| October 2017 | 84.6% | 93.3% | 64.5% | 81.4% |
| November 2017 | 84.0% | 93.5% | 60.7% | 81.6% |
| December 2017 | 88.4% | 93.7% | 60.0% | 81.9% |
| January 2018 | 88.9% | 93.7% | 63.3% | 82.3% |
| February 2018 | 86.7% | 93.8% | 69.6% | 82.8% |
| March 2018 | 87.9% | 93.9% | 66.3% | 83.1% |
| April 2018 | 93.4% | 94.2% | 59.7% | 83.3% |
| May 2018 | 93.2% | 94.1% | 62.0% | 83.7% |
| June 2018 | 95.5% | 94.0% | 64.9% | 83.9% |
| July 2018 | 94.1% | 93.9% | 66.7% | 83.7% |
| August 2018 | 97.7% | 94.0% | 59.4% | 82.8% |
| September 2018 | 100.0% | 94.0% | 60.0% | 81.9% |
| October 2018 | 100.0% | 94.1% | 59.4% | 81.9% |
| November 2018 | 100.0% | 94.2% | 61.8% | 82.3% |
| December 2018 | 93.3% | 94.1% | 55.9% | 82.5% |
| January 2019 | 86.4% | 93.7% | 58.1% | 82.4% |
| February 2019 | 88.2% | 93.8% | 61.5% | 82.7% |

As shown above, your dealership has been failing to consistently achieve levels of Sales and Service Advocacy scores that are equal to or better than the average of your dealership's National Sales Level Group. We noticed that we may have inadvertently included incorrect National Sales Level Group Average data in our last letter to you. Please note that the charts here provide the correct data for each of the months reported in our last letter. As reflected in the chart above, your dealership's Sales Advocacy scores have been below the National Sales Level Group Average for 16 out of the last 22 months, and your dealership's Service Advocacy scores have been below the National Sales Level Group average for each of the last 22 months. As such, your dealership has not been meeting its customer satisfaction obligations.

We have previously addressed your dealership's deficient customer satisfaction performance with you on numerous occasions, including in letters dated May 27, 2014, June 18, 2014, October 21, 2014, April 21, 2017, December 18, 2017, and September 27, 2018. Unfortunately, our efforts have not resulted in your dealership addressing its deficient customer satisfaction performance. As you

know, we rely on our dealers to represent our brands to our customers. It is in our collective best interest that you take immediate steps to improve your dealership's performance in this critical area.

**YOUR DEALERSHIP MUST CURE ITS CUSTOMER SATISFACTION DEFAULT BY OCTOBER 31, 2019.** Your dealership may cure this default by achieving rolling 3-month CPS Sales and Service Advocacy scores equal to or greater than the average of Dealer's National Sales Level Group for each of the months from May 2019 through October 2019.

***YOUR DEALERSHIP'S WORKING CAPITAL OBLIGATIONS***

In Paragraph 11(e) of your Dealer Agreements, your dealership agreed to maintain the net working capital necessary to successfully carry out all of its obligations under each Dealer Agreement in accordance with the Working Capital Guide and any applicable Minimum Working Capital Agreement.

The following chart shows your dealership's working capital deficiencies:

| Month/Year | Dealer's Working Capital | Working Capital Guide | Working Capital Deficiency |
|---|---|---|---|
| February 2019 | ($229,267) | $3,400,000 | ($3,629,267) |
| December 2018 | $221,245 | $3,200,000 | ($2,978,755) |
| December 2017 | $1,995,454 | $3,400,000 | ($1,404,546) |

As demonstrated above, your dealership is not meeting its working capital obligations.

We have previously addressed your dealership's deficient working capital with you on numerous occasions, including in letters dated January 21, 2014, May 27, 2014, September 2, 2014, October 21, 2014, February 25, 2015, June 26, 2015, October 16, 2015, September 20, 2016, April 21, 2017, November 20, 2017, December 18, 2017, and September 27, 2018. Unfortunately, your dealership still has not addressed its deficient working capital performance on a permanent and ongoing basis.

**YOUR DEALERSHIP MUST CURE ITS WORKING CAPITAL DEFAULT BY OCTOBER 31, 2019.** Your dealership may cure this default by ensuring that its actual working capital meets the requirements of the Working Capital Guide by October 31, 2019.

***YOUR DEALERSHIP'S NET WORTH OBLIGATIONS***

In Paragraph 11(e) of your Dealer Agreements, your dealership also agreed to maintain the net worth necessary to successfully carry out all of its obligations under each Dealer Agreement.

The following chart shows deficiencies in your dealership's net worth:

| Month/Year | Dealer's Net Worth |
|---|---|
| February 2019 | ($312,236) |
| December 2018 | ($243,448) |

As demonstrated above, your dealership is not meeting its net worth obligations.

**YOUR DEALERSHIP MUST CURE ITS NET WORTH DEFAULT BY OCTOBER 31, 2019.** Your dealership may cure this default by maintaining the net worth necessary to successfully carry out all of its obligations under each Dealer Agreement by October 31, 2019.

***OPPORTUNITY TO CURE DEFAULTS***

**IF YOUR DEALERSHIP FAILS TO CURE THE FOREGOING DEFAULTS AS INDICATED BY OCTOBER 31, 2019, FCA US INTENDS TO EXERCISE ITS RIGHTS AND REMEDIES PURSUANT TO THE DEALER AGREEMENTS AND APPLICABLE LAW (INCLUDING THE STATUTE), INCLUDING, WITHOUT LIMITATION, ISSUING A NOTICE OF TERMINATION OF THE DEALER AGREEMENTS.**

By sending you this Notice, we are notifying Dealer that Dealer has one hundred and eighty (180) days to correct its sales and service performance deficiencies and breaches, and that Dealer's franchise is subject to termination under New York Vehicle and Traffic Law § 463 if Dealer does not correct these deficiencies and breaches.

Also, we remind you that under Paragraph 28(b)(xiii) of the Additional Provisions, FCA US may terminate any of the Dealer Agreements if FCA US were to notice the termination of any other Dealer Agreement.

As always, we stand ready to assist you in your efforts to improve your dealership's performance. FCA US provides many tools and programs for you to use in your efforts to improve your dealership's sales performance, including those tools and programs set forth in **Appendix A**. In addition, you should feel free to contact your Area Manager should you wish to discuss your dealership operations and performance.

We are hopeful that you share our desire to reverse the matters addressed in this Notice of Default. Please feel free to call us to discuss these issues.

Sincerely,

Jeff Strickland

Director

Northeast Business Center

Tim Warner

Dealer Network Development Manager

Northeast Business Center

DC: 68242
BC: 32 - NEBC

**APPENDIX A – Dealer Assistance Tools and Programs**

- Marketing Planner. This is FCA US's in-house Sales TDM program for marketing new vehicles.
- Customer Experience. This tool provides direct to dealer feedback from customers, analysis, and comparison to sales group averages.
- Sales, Service, Parts Hiring Program. This program partners participating dealers with CareerBuilder.com to assist dealers in identifying qualified dealership personnel.
- I-EXAM. This tool provides dealership financial statement analysis and comparisons to other group dealers in similar markets (group averages), as well as providing department specific "Thought Starters" to promote effective change.
- MarketMaster Online. This program is a comprehensive performance management tool that provides sales assessment and promotes best practices. The program calculates and spotlights vehicle Sales Opportunity by pinpointing areas that need special attention both geographically and by vehicle segment. Monthly enrollment fees apply.
- Vehicle Ordering and Inventory Management. This program analyzes sales to assist dealers in ordering fast turning vehicles.
- FCA Digital Engage. This program assists dealers in improving performance on sales leads.
- Volume Based Objective Report. This report helps dealers track their performance toward earning incentives.
- PAP Advertising Co-op. This program provides for FCA US financial support to offset dealer advertising expenses.
- FCA Performance Institute. This program provides comprehensive training in various aspects of dealership operations to all dealership employees across all dealership departments.
- Balanced Operations and Productivity Cards. This tool provides financial guidelines for each dealership department based on business management group size.
- Working Capital Guide Minimums Card. This tool provides working capital guidelines per unit volume, as well as minimum working capital guidelines based on business management group size.

Each of the above-listed Dealer Assistance Tools and Programs may be accessed on DealerConnect and/or is available by contacting your dealership's Business Center representatives.